

**CONFIDENTIALITY AGREEMENT  
FOR DOCUMENTS EXCHANGED PRIOR TO EXECUTION OF  
STIPULATED PROTECTIVE ORDER**

Plaintiff Thomas Buchanan (“Plaintiff”) and Defendant Sirius XM Radio Inc. (“Defendant,” and together with Plaintiff, the “Parties”), through their respective attorneys of record, agree as follows:

WHEREAS, there is now pending in the United States District Court for the Northern District of Texas, an action captioned *Thomas Buchanan v. Sirius XM Radio Inc.*, Case No. 3:17-cv-00728-D, in which Plaintiff alleges that Defendant violated provisions of the Telephone Consumer Protection Act (“TCPA”) (the “Lawsuit”);

WHEREAS, the Parties agree for the need to have a governing protective order and the right to designate documents as confidential but are still negotiating terms of such a protective order for this Lawsuit (a “Stipulated Protective Order”);

WHEREAS, the Parties anticipate a limited exchange of confidential documents in connection with the Lawsuit prior to execution of the Stipulated Protective Order;

WHEREAS, Defendant is party to several service agreements with its various third-party telemarketing vendors (“MSAs”) that Defendant asserts are confidential and which Defendant asserts require the telemarketing vendor’s consent before Defendant may disclose any terms of those MSAs;

WHEREAS, Defendant has received prior written consent from certain telemarketing vendors to provide MSAs to Plaintiff prior to the execution of a Stipulated Protective Order on the condition that there is an agreement to treat the MSAs as Attorneys’ Eyes Only;

WHEREAS, Attorneys’ Eyes Only means that disclosure is strictly limited to review by only outside counsel to each of Plaintiff and Defendant, or those working under outside counsel’s direct supervision (*e.g.*, paralegals, secretaries, etc.);

NOW THEREFORE, in consideration of the recitals and mutual promises contained herein, the Parties agree as follows:

1. Plaintiff agrees that any and all MSAs provided to Plaintiff by Defendant prior to the execution of a Stipulated Protective Order will be treated as Attorneys' Eyes Only until the Stipulated Protective Order is executed. Once the Stipulated Protective Order is entered, such documents will remain as Attorneys' Eyes Only for an additional thirty (30) days, during which time counsel for the Defendant will re-designate those documents in a matter consistent with the Stipulated Protective Order. Once those documents are so re-designated, Plaintiff and its counsel will then be bound by the confidentiality provisions of the Stipulated Protective Order as it relates to the MSAs.

[Signature Pages to Follow]

Dated: November 14, 2017

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